

**P96000006741**

LAW OFFICE  
TIMOTHY DANIEL PADGETT  
ATTORNEY AT LAW

P.O. Box 14387  
Tallahassee, FL 32312-4387

January 12, 1996

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
JAN 22 AM 9:13  
TALLAHASSEE, FLORIDA  
RECEIVED  
JAN 22 PM 4:30  
DIVISION OF CORPORATION

600001695346  
-01/23/96--01001--015  
\*\*\*\*140.00 \*\*\*\*\*70.00

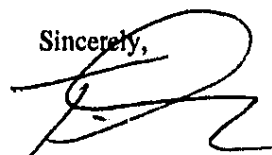
Re: **MRB MOTEL, INC.**

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00. Please return the filed documents to the above address.

Your cooperation in this matter is greatly appreciated.

Sincerely,

  
Timothy D. Padgett

TDP:sas  
Enclosure

*pick up: 10:00AM*

PAGE 5 - ARTICLES OF INCORPORATION

BROWN JAN 23 1996

ARTICLES OF INCORPORATION  
OF  
MRB MOTEL, INC.

FILED  
96 JAN 22 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be MRB MOTEL, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (SECTIONS, 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose names and addresses are as follows:

Mukesh Patel  
500 E. Orange Avenue  
Tallahassee, FL 32301

Rohit Amin  
500 E. Orange Avenue  
Tallahassee, FL 32301

Bipin Patel  
500 E. Orange Avenue  
Tallahassee, FL 32301

ARTICLE X

The initial registered agent of the corporation is TIMOTHY D. PADGETT, ATTORNEY AT LAW. The street address of the corporation's initial registered office is 701 E. TENNESSEE STREET, TALLAHASSEE, FL 32308.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

MRE MOTEL, INC.  
500 E. Orange Avenue  
Tallahassee, FL 32301

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is as follows:

Rohit Amin  
500 E. Orange Avenue  
Tallahassee, FL 32301

The undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1995.



Rohit Amin, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT**


**FILED**  
96 JAN 22 AM 9:13  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is **MRB MOTEL, INC..**
2. The name and address of the registered agent and office is as follows:

Timothy D. Padgett  
701 E. Tennessee Street  
Tallahassee, FL 32308

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

  
Timothy D. Padgett, Esquire